

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

_____	X
LEROY "BUD" BENSEL, et al.,	:
	:
Plaintiffs,	:
	:
v.	:
	:
AIR LINE PILOTS ASSOCIATION, et al.,	:
	:
Defendants.	:
_____	X

Civil Action No. 02-2917 (JEI)

NOTICE OF PENDENCY OF CLASS ACTION

TO: ALL PERSONS FORMERLY EMPLOYED AS A PILOT BY TWA, INC. AND WHO BECAME EMPLOYED AS A PILOT BY TWA LLC AS A RESULT OF THE APRIL 2001 ASSET SALE BETWEEN AMERICAN AIRLINES AND TWA, INC.

PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS MAY BE AFFECTED. THIS NOTICE DESCRIBES A PENDING CLASS ACTION. THIS NOTICE IS GIVEN TO INFORM YOU THAT THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY CERTIFIED THIS CASE AS A CLASS ACTION. YOU ARE PRESENTLY A CLASS MEMBER IN THIS CASE AND WILL REMAIN A CLASS MEMBER UNLESS YOU AFFIRMATIVELY CHOOSE TO EXCLUDE YOURSELF FROM THE CLASS. (SEE PARAGRAPH 8 BELOW). YOUR RIGHTS AGAINST THE AIR LINE PILOTS ASSOCIATION, INTERNATIONAL (hereinafter "Defendant" or "ALPA") WILL BE AFFECTED BY THIS LITIGATION IF YOU REMAIN A MEMBER OF THE CLASS. YOU ARE NOT BEING SUED AND ARE NOT OBLIGATED TO PAY ANY COUNSEL FEES IF YOU REMAIN A CLASS MEMBER IN THIS LITIGATION.

THIS NOTICE IS GIVEN PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 23 AND ORDERS OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY, ENTERED BY THE JUDGE IN THIS CLASS ACTION ON MARCH 19, 2007 AND APRIL 18, 2007. THE PURPOSES OF THIS NOTICE ARE TO NOTIFY YOU OF THE PENDENCY OF THIS LAWSUIT AND THE COURT'S CERTIFICATION OF A CLASS AS SET FORTH IN PARAGRAPH 1 BELOW, AND TO INFORM YOU OF YOUR RIGHTS.

BACKGROUND OF THE CLASS ACTION

1. This is a certified class action. The current Class Representatives are LeRoy "Bud" BenseL, Patrick Brady, Ted Case, Michael Finucan, Howard Hollander, and Sally Young (referred to in this Notice as the "Plaintiffs"). Plaintiffs represent the former employees of TWA, Inc. who became employees of TWA LLC in connection with the April 2001 asset sale between American Airlines and TWA, Inc.

The original complaint in this matter was filed on June 19, 2002, by the Allied Pilots Association ("APA") against the Aviation Workers Rights Foundation and LeRoy "Bud" BenseL, seeking declaratory relief relative to seniority integration in connection with the American Airlines and TWA, Inc. asset purchase and merger. Plaintiffs responded to APA's complaint by filing a class action counterclaim against APA, a cross claim against American Airlines ("AA") and naming ALPA as a Third

Party Defendant. Plaintiffs' Class Action Complaint asserted claims against all defendants stemming from the seniority integration imposed on the former pilots of TWA, Inc. as set forth in an amendment to the collective bargaining agreement between American Airlines and the APA, known as "Supplement CC".

By Order dated July 18, 2003, the District Court dismissed Plaintiffs' Complaint in its entirety against all Defendants. On appeal, the United States Court of Appeals for the Third Circuit affirmed the dismissal of all counts against APA and AA, but remanded to the District Court Plaintiffs' duty of fair representation ("DFR") claim against ALPA. Plaintiffs' sole remaining claim against ALPA, as set forth in the Plaintiffs' Second Amended Complaint filed on January 27, 2003, alleges that ALPA, as the class members' exclusive bargaining agent, breached its duty of fair representation by, *inter alia*,

- a. Failing to require American and TWA-LLC to negotiate the terms of integration and the terms and conditions of the TWA pilots employment with ALPA while ALPA remained the certified collective bargaining agent for the Class as required by the RLA;
- b. Permitting American and TWA-LLC to require the TWA-MEC to negotiate seniority integration with APA;
- c. Failing to seek representational rights of the combined pilots before the National Mediation Board;
- d. Failing to challenge the certification of APA as the certified collective bargaining agent of the former TWA pilots as requested of them by the TWA-MEC;
- e. Failing to take action to challenge Supplement CC;
- f. Otherwise failing to take action to protect the seniority and jobs of the Class and otherwise acting in a manner adverse to the Class' interest.

Counsel for the Class are listed in paragraph 6 below.

2. If Plaintiffs are successful in pursuing this claim, the remedy is for money damages only. A successful resolution of this litigation will not include reinstatement for the furloughed TWA pilots or any seniority changes.

3. Defendant has denied the charges and contends that it complied with the law. Defendant is actively defending against these claims.

4. The Court has not ruled on the merits of these claims or defenses. This Notice is not an expression of any opinion by the Court with respect to the merits of the claims or the defenses asserted in this action. This Notice is merely to advise you that this action is pending and that you have certain rights if you are a Class Member.

CLASS CERTIFICATION

5. By Order entered February 12, 2003, and amended by Order dated March 19, 2007, the United States District Court for the District of New Jersey certified this case as a Class Action pursuant to Rule 23(b)(3). The Court's Order states that the Class shall consist of: All persons formerly employed as pilots by TWA, Inc. who became employed as pilots by TWA LLC as a result of the April 2001 asset sale between American Airlines and TWA, Inc.

CLASS MEMBERS

6. IF YOU WISH TO REMAIN A MEMBER OF THE CLASS YOU ARE NOT REQUIRED TO TAKE ANY ACTION AT THIS TIME. Plaintiffs, on behalf of themselves and the Class, will continue to litigate this case in the United States District Court for the District of New

Jersey. If Plaintiffs proceed to trial or to settlement, you, as a Class Member, will be included in and bound by any judgment or settlement in this Class Action, whether favorable or unfavorable, and you may share in any recovery if one is obtained on behalf of the Class. Also, as a Class Member, you will be represented by the Class Representatives and their Counsel, unless you enter an appearance through privately retained Counsel of your own choice (at your own expense). Counsel for the Class are:

Lisa J. Rodriguez, Esquire
Nicole M. Acchione, Esquire
Trujillo Rodriguez & Richards, LLC
8 Kings Highway West
Haddonfield, New Jersey 08033
Telephone: (856) 795-9002
Facsimile: (856) 795-9887

Martin M. Green, Esquire
Allen Press, Esquire
Jonathan Andres, Esquire
Green, Jacobson & Butsch, P.C.
7733 Forsyth Boulevard
Suite 700 Pierre Laclede Center
St. Louis, Missouri 63105
Telephone: (314) 862-6800
Facsimile: (314) 862-1606

By remaining in the Class you will not be required to pay the attorneys' fees of the litigation provided that you continue to be represented by Plaintiffs' Counsel. In the event of a judgment or settlement in favor of the Class, the costs and unpaid expenses of this litigation, including fees of Plaintiffs' Counsel, may be awarded by the Court from such judgment or settlement.

ADDITIONAL INFORMATION

7. The above is only a summary of the litigation. For more detailed information concerning the matters involved in the litigation, reference is made to the pleadings, Orders entered by the Court and to the other papers filed in this action, which may be inspected at the Office of the Clerk of the United States District Court for the District of New Jersey, Mitchell H. Cohen U.S. Courthouse, One John F. Gerry Plaza, Fourth and Cooper Streets, Camden, New Jersey, during regular business hours.

REQUESTS FOR EXCLUSION FROM THE CLASS

8. IF YOU DO NOT WANT TO BE A MEMBER OF THE CLASS AND INSTEAD WANT TO EXCLUDE

YOURSELF, YOU MUST “OPT-OUT” IN ACCORDANCE WITH THE FOLLOWING PROCEDURE:

a. To opt-out of the Class, you must mail a written request for exclusion, by first class mail, to the attention of Andrea Brown at Trujillo Rodriguez & Richards, LLC, 8 Kings Highway West, Haddonfield, NJ 08033, postmarked no later than July 17, 2007. A request for exclusion, which can be done by letter, must include: (1) your name and address; (2) a statement indicating your years of employment with TWA, Inc. and later TWA, LLC; and (3) a statement requesting exclusion from the Class. The request must be signed by you, or your legal representative.

b. If you request exclusion by July 17, 2007, you will neither participate in this Class Action, nor be bound by any proceedings therein, including any future settle-

ment of claims or any orders or final judgments, whether favorable or unfavorable, to the Plaintiffs and the Class. If you opt-out or exclude yourself, you may not object to any future settlement or judgment that may be entered in this case.

Dated: May 18, 2007

BY ORDER OF THE COURT

IMPORTANT LEGAL INFORMATION

Bensel v. Air Line Pilots Association
c/o RSM McGladrey, Inc.
Notice Administrator
P.O. Box 1387
Blue Bell, PA 19422

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